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STAMP & RETURN

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February 28, 2002

BY COURIER

Federal Communications Commission
Common Carrier Network Services
P.O. Box 358145
Pittsburgh, PA 15251-5145

c/o Wholesale Lockbox Shift Supervisor
Mellon Bank, Three Mellon Bank Center
525 William Penn Way, 27th Floor, Rm. 153-2713
Pittsburgh, PA 15259-001

**Re: Application for Consent to Transfer Control of Domestic Section 214
Authorization from Tech Valley Communications, Inc. to TVC
Albany, Inc.**

Dear Sir/Madam:

In accordance with Section 63.52 and 1.1105 of the Federal Communications Commission, 47 C.F.R. §§ 63.52 and 1.1105, Tech Valley Communications, Inc. and TVC Albany, Inc. hereby submit one (1) original, five (5) copies, and one (1) stamp and return copy of their **Application for Consent to Transfer Control of Domestic Section 214 Authorization from Tech Valley Communications, Inc. to TVC Albany, Inc.** Also enclosed are the completed Form 159 and check in the amount of \$815.00 for the required filing fee.

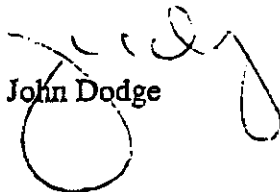
This application is part of a series of applications requesting Commission approval of blanket Section 214 authorizations. In addition to this application, Tech Valley Communications will submit an application for approval of a transfer of control of an International Section 214 authorization covering international provisions. The transfer is part of a pending transaction with Mid-Hudson Communications, Inc. who has submitted separate applications for 214 authorization covering provisions of domestic and international services.

February 22, 2002

Page 2

Thank you for your attention to this matter. Should you have any questions concerning this application, please do not hesitate to contact the undersigned.

Respectfully submitted,


John Dodge

jcd
Enclosures

Cc: (w/encl): Kevin O'Connor

STAMP & RETURN

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		Approved by OMB 3060-0589 Page No. <u>1</u> of <u> </u>	
(1) LOCKBOX # 358145				SPECIAL USE	
				FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Tech Valley Communications				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$815.00	
(4) STREET ADDRESS LINE NO. 1 87 State Street					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Albany				(7) STATE NY	(8) ZIP CODE 12207
(9) DAYTIME TELEPHONE NUMBER (include area code) (518) 598-0900			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(11) PAYER (FRN) 0004-3753-90			(12) PAYER (TIN) 14-181-5293		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
(13) APPLICANT NAME					
(14) STREET ADDRESS LINE NO. 1					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY				(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(21) APPLICANT (FRN)			(22) APPLICANT (TIN)		
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID			(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$815.00		(27A) TOTAL FEE \$815.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID			(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
(30) CERTIFICATION STATEMENT I, <u>Kevin J. Connolly</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>[Signature]</u> DATE <u>3/27/2002</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
(31) <input type="checkbox"/> MASTERCARD		MASTERCARD/VISA ACCOUNT NUMBER:			EXPIRATION DATE:
<input type="checkbox"/> VISA		I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

Mar-14-02 17:00

From-COLE RAYWID & BRAVERMAN LLP

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VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74379

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40083	022102	02/21/2002	815.00	815.00	0.00

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WASHINGTON, DC 20006-3458**BANK OF AMERICA**02992 DC
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CHECK NO.

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CHECK DATE

02/22/2002

VENDOR NO.

FCC

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CHECK AMOUNT

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OFFEDERAL COMMUNICATIONS
COMMISSION

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**Before the Federal Communications Commission
Washington, D.C.**

In Re the Application of)	
)	
TECH VALLEY COMMUNICATIONS, INC.,)	
Transferor,)	
and)	File No. WTB-_____
)	
TVC ALBANY, INC.,		
d/b/a Tech Valley Communications,)	
Transferee,)	
)	
For Transfer of Control Pursuant to Section 214)	
of the Communications Act of 1934, as amended)	

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.01 of the Federal Communication Commission's (the "Commission") rules, 47 C.F.R. § 63.01, Tech Valley Communications, Inc. ("Tech Valley") and TVC Albany, Inc. d/b/a Tech Valley Communications ("TVC") (collectively, "Applicants") request the Commission's approval to transfer to TVC Tech Valley's domestic Section 214 authorization.

In support of this application, the Applicants submit the following information.

INTRODUCTION

The Applicants are filing this Application to obtain Commission consent to transfer control of Tech Valley's domestic Section 214 authorization from Tech Valley to TVC. This transfer is integral to the transaction in which Tech Valley and Mid-Hudson Communications, Inc. ("Mid-Hudson") will transfer a substantial portion of their assets, including control of their appropriate authorizations, to the newly created TVC.¹ A detailed narrative describing the

¹ In connection with the proposed transaction, Applicants have filed with the Commission an application for an international Section 214 transfer of control for an authorization held by Tech Valley Communications, Inc., FCC

parties, the transaction and the reasons why the proposed transaction serves the public interest, convenience and necessity is provided below.

THE PARTIES

Tech Valley is a Competitive Local Exchange Carrier ("CLEC") certificated by the State of New York and the Commonwealth of Massachusetts. Tech Valley is authorized to provide domestic interstate IXC services under the blanket authority granted pursuant to Section 68.01 of the Commission's rules, 47 C.F.R. § 68.01.

TVC is a newly incorporated company² created specifically for the purpose of providing telecommunications services to Tech Valley's customers and Mid-Hudson's customers in New York and Massachusetts upon approval from all appropriate regulatory bodies. TVC has registered with the Commission, FRN 0006-0977-11. On February 27, 2002, Tech Valley received approval from the New York Public Service Commission to transfer of its Certificate of Public Convenience and Necessity to TVC.³ Upon the completion of the proposed transaction, TVC will file the appropriate notices with the Massachusetts Department of Telecommunications and Energy.⁴ Following the consummation of the proposed transaction, TVC will provide regulated and competitive telecommunications services to approximately 2500 residential and business customers in New York and Massachusetts.

File No. ITC-214-19990825-00538, that is being processed by the International Bureau. Additionally, Mid-Hudson has filed a related application to transfer its domestic 214 authorization to TVC.

² TVC's incorporation documents are attached as Exhibit A.

³ *In re Tech Valley Communications, Inc. and Mid-Hudson Communications, Inc. Petition for Approval to Transfer Certificate of Public Convenience and Necessity and Assets to TVC Albany, Inc. d/b/a Tech Valley Communications*, Case No: 02-C-0092 (approved February January 27, 2002).

⁴ Pursuant to Massachusetts law, the Department of Telecommunications and Energy does not require prior approval of a transfer of control for an existing certified/registered carrier. Companies need only notify the Department within 30 days of the date of the transaction. See <http://www.state.ma.us/dpu/telecom/mergers.htm>.

THE TRANSACTION

On November 27, 2001, Tech Valley, Mid-Hudson, and Mid-Hudson Cablevision, Inc. ("Mid-Hudson Cablevision") entered into a Contribution Agreement, whereby the parties agreed to contribute capital and issue stock in order to create a new company to provide telecommunications services.⁵ Pursuant to the Contribution Agreement,⁶ TVC was incorporated as a "C" Corporation in the state of Delaware on December 20, 2001. *See Certificate of Incorporation, attached as Exhibit A.* Tech Valley, Mid-Hudson and Mid-Hudson Cablevision, as TVC shareholders, have agreed upon officers and directors to properly manage and operate TVC. *See Corporate Organizational Chart, attached as Exhibit B.* As stated above, TVC was formed specifically to provide services to Tech Valley's and Mid-Hudson's current customers and to expand those services.

THE PUBLIC INTEREST

The proposed transaction is in the public interest because TVC will have greater economies of scale than the Applicants have separately, thus strengthening competition in the New York and Massachusetts telecommunications markets. During the middle part of 2000, the capital markets for non-dominant carriers, such as Tech Valley and Mid-Hudson, changed significantly. Since that time, the capital market has worsened considerably, and for some non-dominant carriers, access to those markets is nonexistent. Through the proposed transaction, Tech Valley and Mid-Hudson are creatively and effectively addressing financial issues that are

⁵ As noted above, Mid-Hudson is a CLEC incorporated in New York and is currently providing telecommunications services in New York. Mid-Hudson Cablevision is a communications corporation providing cable television and related services in New York and will be an equity partner in TVC. Mid-Hudson Cablevision does not and will not provide telecommunications services.

⁶ Pursuant to advice from staff in the Common Carrier Bureau, Policy and Planning Program Division, Applicants have not attached the Contribution Agreement hereto. Rather, because disclosure of the highly sensitive financial and competitive information contained in the Contribution Agreement, Applicants will provide an opportunity for the Policy and Planning Program Division staff to review the document as necessary.

plaguing most non-dominant carriers in the current economy. With such a combination of resources, TVC will be able to invest significantly in its networks and services to provide expanded domestic and international services.

The approval of this Application comports with the legislative declaration in the Telecommunications Act of 1996 to promote a competitive telecommunications marketplace while protecting and maintaining the wide availability of high-quality telecommunications services.⁷ Approving the transfer of Tech Valley's domestic Section 214 authority to TVC meets Congress' intent fully, strengthens competition in the domestic telecommunications market, increases consumer choices for domestic telecommunications services, and enhances economic development in the United States.

The impact on customers from this proposed transaction will be virtually non-existent. First, all customers of Tech Valley and Mid-Hudson will experience a seamless transfer from the Tech Valley's provision of services to TVC's provision of services. In fact, because TVC will be doing business as Tech Valley Communications, Tech Valley's customers will continue to make payments to Tech Valley. Second, the rates that all Tech Valley and Mid-Hudson customers will pay following the closing of this proposed transaction will be the same as the rates that they are paying today.

Additionally, TVC is qualified to operate as a carrier for the following reasons: (1) the senior management of TVC has extensive experience in management and operation of telecommunications companies; (2) TVC is financially sound because of the capital

⁷ The purpose of the Telecommunications Act of 1996 is to "promote competition and reduce regulation in order to secure lower prices and higher quality services for American telecommunications consumers and encourage the rapid deployment of new telecommunications technologies." Communications Act of 1934, 47 U.S.C. § 151, *et seq.*, amended by, Telecommunications Act of 1996, Pub. L. No. 104-104 (codified as amended in scattered sections of 47 U.S.C.) Preamble.

contributions of Tech Valley, Mid-Hudson and Mid-Hudson Cablevision; and (3) the public will have access to increased telecommunications' services because of the combination of resources.

Tech Valley does not have any knowledge of any complaints filed against it in any jurisdiction. TVC will continue to provide quality service to all customers and resolve any issues in a fair and timely manner.

As shown above, TVC is highly qualified to hold Section authorization and no anticompetitive effects will result from the transfer of control of Mid-Hudson's Section 214 domestic authorization.

CONTACT INFORMATION

All correspondence concerning this application should be addressed to the parties listed below.

Transferor: Kevin O'Connor, CEO
Tech Valley Communications, Inc.
87 State Street
Albany, NY 12207
Phone: (518) 598-0900
New York Corporation

Transferee: Kevin O'Connor, CEO
TVC Albany, Inc.
87 State Street
Albany, NY 12207
(518) 598-0900
Delaware Corporation

Legal Counsel for Transferor and Transferee:

John C. Dodge
Kristy J. Hall
COLE, RAYWID & BRAVERMAN, L.L.P.
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant this application.

Respectfully submitted,

Tech Valley Communications, Inc.

By: 

Kevin O'Connor, CEO

TVC Albany, Inc. d/b/a Tech Valley Communications

By: 

Kevin O'Connor, CEO

John C. Dodge
Kristy J. Hall
COLE, RAYWID & BRAVERMAN, L.L.P.
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

Their Attorneys

February 27, 2002

**CERTIFICATION PURSUANT TO
SECTIONS 1.2001-1.2003 OF THE COMMISSION'S RULES**

Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, Tech Valley Communications, Inc. ("Tech Valley") hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5 percent or more of the outstanding stock or shares (voting or non-voting) of Tech Valley is subject to a denial of federal benefits that include Federal Communications Commission benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

TECH VALLEY COMMUNICATIONS, INC.

By: 

Kevin O'Connor, CEO

February 27, 2002

**CERTIFICATION PURSUANT TO
SECTIONS 1.2001-1.2003 OF THE COMMISSION'S RULES**

Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, TVC Albany, Inc. d/b/a Tech Valley Communications ("TVC") hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5 percent or more of the outstanding stock or shares (voting or non-voting) of TVC is subject to a denial of federal benefits that include Federal Communications Commission benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

TVC ALBANY, INC. d/b/a TECH VALLEY COMMUNICATIONS

By: 

Kevin O'Connor, CEO

February 27, 2002

EXHIBIT A

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TVC ALBANY, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3471714 8100

AUTHENTICATION: 1521685

010658722

DATE: 12-21-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/20/2001
010658722 - 3471714

STATE OF DELAWARE**CERTIFICATE OF INCORPORATION****OF****TVC ALBANY, INC.****(A Stock Corporation)**

FIRST: The name of this Corporation is TVC Albany, Inc. (the "Corporation")

SECOND: Its registered office in the State of Delaware is to be located at 15 East North Street, City of Dover, County of Kent, 19901. The registered Agent in charge thereof is Nationwide Information Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("DCL").

FOURTH: (a) The total number of shares the Corporation shall have authority to issue is 5,000,000 shares, of which 2,000,000 shares shall be designated as Class A Voting Common Stock, \$0.01 par value per share ("Class A Stock"), 2,000,000 shares shall be designated as Class B Voting Common Stock, \$0.01 par value per share ("Class B Stock," and together with the Class A Stock, the "Voting Stock"), and 1,000,000 shares shall be designated as Class C Non-Voting Common Stock, \$0.01 par value per share ("Class C Stock").

(b) Except as otherwise provided in this Certificate of Incorporation or the By-Laws of the Corporation (the "By-Laws"), or as may otherwise be required by applicable law, all corporate action put to or taken by the vote or written consent of the stockholders of the Corporation, or of the holders of either the Class A Stock or the Class B Stock, shall require the affirmative vote of more than fifty percent (50%) of the outstanding shares of Voting Stock or of the Class A Stock or the Class B Stock, as the case may be. Each holder of Voting Stock shall be entitled to one vote per share on any matter upon which such stock is entitled to be voted. Except as set forth in this subsection (b) of this Article Fourth, the Class A Stock and the Class B Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(c) The holders of the Class A Stock shall nominate and elect the Class A Directors (as defined in Article Fifth), and the holders of the Class B Stock shall nominate and elect the Class B Directors (as defined in Article Fifth).

RECEIVED - 12/20/2001 09:00 AM

(ii) Approval of any amendment of the Certificate of Incorporation of the Corporation shall require approval of the holders of a majority of the outstanding shares of both the Class A Stock and the Class B Stock.

(iii) The holders of either the Class A Stock or the Class B Stock shall be entitled to vote on such matters as may be set forth in the By-Laws, as the same may be amended from time to time in accordance with the terms thereof, with respect to such class or classes.

(c) Except as expressly required by applicable law, the holders of Class C Stock shall not be entitled to vote on any matter whatsoever.

FIFTH: The number of directors constituting the board of directors of the Corporation shall be eight (8), consisting of four (4) directors elected by the holders of the Class A Stock (the "Class A Directors") and four (4) directors elected by the holders of the Class B Stock (the "Class B Directors"), but such numbers may be increased or decreased by vote of the holders of two-thirds (2/3rds) of the outstanding shares of both the Class A Stock and the Class B Stock.

SIXTH: The Corporation shall indemnify and advance expenses to the fullest extent permitted by, and in accordance with the terms and provisions of, Section 145 of the DGCL, as the same may be amended from time to time, each person who is or was a director or officer of the Corporation and the heirs, executors and administrators of such a person in connection with defending any such proceeding in advance of its final disposition shall be paid by the Corporation; provided, however, that if the DGCL requires, an advancement of expenses incurred by an indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnitee, to repay all amounts so advanced, if it shall ultimately be determined that such indemnitee is not entitled to be indemnified for such expenses under this Article Sixth or otherwise.

SEVENTH: The name and mailing address of the incorporator are as follows:

Kenneth B. Segel, Esq.
Segel, Goldman, Mazzotta & Siegel, P.C.
5 Washington Square
Washington Avenue Extension
Albany, New York 12205

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts

herein stated are true, and I have accordingly hereunto set my hand and seal this 19th day of December, 2001.

BY:

Kenneth B. Segal, Incorporator
Segal, Goldman, Mazzotta & Siegel, P.C.
5 Washington Square
Albany, New York 12205
(518)452-0941

EXHIBIT B

**TVC Albany, Inc. d/b/a Tech Valley Communications
Officer/Director Chart**

